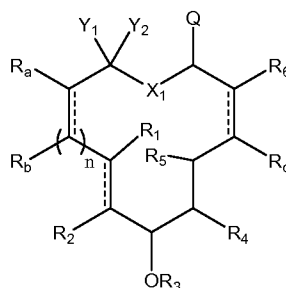


## AMENDMENTS TO THE CLAIMS

The following **Listing of Claims** will replace all prior versions, and listings of claims in the application.

1. (CURRENTLY AMENDED) A pharmaceutical composition comprising:  
a pharmaceutically acceptable carrier, adjuvant or vehicle; and  
a therapeutically effective amount of a compound for treating tumor metastases having the structure:

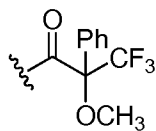


(I)

or pharmaceutically acceptable salt thereof;

wherein  $R_1$  and  $R_2$  are each independently hydrogen or lower alkyl;

$R_3$  is hydrogen or lower alkyl, heteroaliphatic, alicyclic, heteroalicyclic, aryl or heteroaryl moiety; or a prodrug moiety or an oxygen protecting group;



$R_4$  is halogen,  $-OR^{4A}$ , oxo,  $-OC(=O)R^{4A}$ , or  $-NR^{4A}R^{4B}$ ; wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

$R_5$  is hydrogen or lower alkyl;

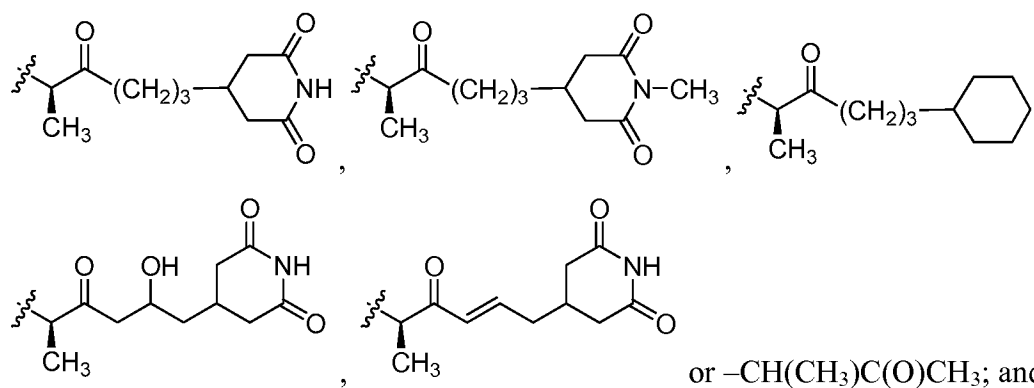
$R_6$  is ~~hydrogen or~~ lower alkyl;

$R_a$  and each occurrence of  $R_b$  and  $R_c$  are independently hydrogen;

$n$  is 3;

$X_1$  is O,  $NR^{X1}$  or  $CR^{X1}R^{X2}$ ; wherein  $R^{X1}$  and  $R^{X2}$  are independently hydrogen;

$Q$  is hydrogen, lower alkyl,



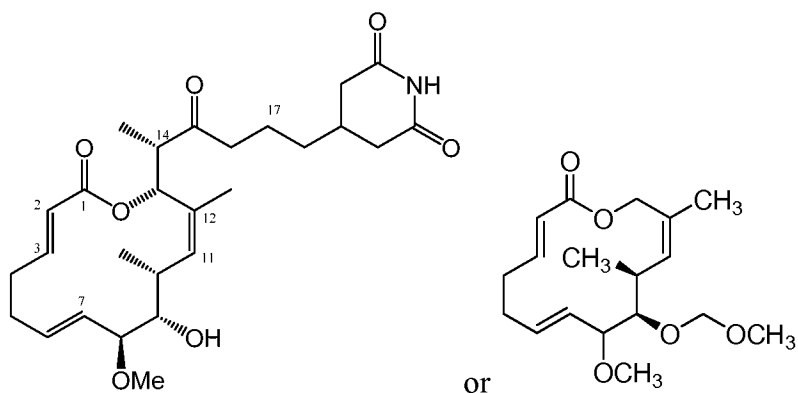
$\text{Y}_1$  and  $\text{Y}_2$  are independently hydrogen, lower alkyl, or  $\text{CF}_3$ ; or  $\text{WR}^{\text{Y}_1}$ ; wherein W is independently  $-\text{O}-$ , or  $-\text{NR}^{\text{Y}_2}$ , wherein each occurrence of  $\text{R}^{\text{Y}_1}$  and  $\text{R}^{\text{Y}_2}$  is independently hydrogen, or lower alkyl; or an aliphatic, heteroaliphatic, or  $\text{Y}_1$  and  $\text{Y}_2$  together with the carbon

atom to which they are attached form a moiety having the structure:

or

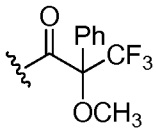
whereby the composition is formulated for administration to a subject, wherein at a dosage of a compound of Formula I is between about 0.1 mg/kg to about 50 mg/kg of body weight.

with the proviso that the compound does not have the following structure:



2. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 50 mg/kg of body weight.

3. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 40 mg/kg of body weight.
4. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 40 mg/kg of body weight.
5. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 30 mg/kg of body weight.
6. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 5 mg/kg to about 30 mg/kg of body weight.
7. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 30 mg/kg of body weight.
8. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 0.1 mg/kg to about 20 mg/kg of body weight.
9. (ORIGINAL) The composition of claim 1, wherein the dosage is between about 1 mg/kg to about 20 mg/kg of body weight.
10. (ORIGINAL) The composition of claim 1, wherein the dosage is 10 mg/kg or greater of body weight.
11. (CURRENTLY AMENDED) The composition of claim 1, wherein:  
R<sub>1</sub> and R<sub>2</sub> are each independently hydrogen or substituted or unsubstituted lower alkyl;  
R<sub>3</sub> is hydrogen, or substituted or unsubstituted lower alkyl;

$R_4$  is halogen,  $-OR^{4A}$ ,  $-OC(=O)R^{4A}$ , oxo,  or  $-NR^{4A}R^{4B}$ ; wherein  $R^{4A}$  and  $R^{4B}$  are independently hydrogen, or substituted or unsubstituted lower alkyl or lower alkoxy; a nitrogen protecting group or an oxygen protecting group;

~~$R_5$  and  $R_6$  are each independently~~ is hydrogen or substituted or unsubstituted lower alkyl;

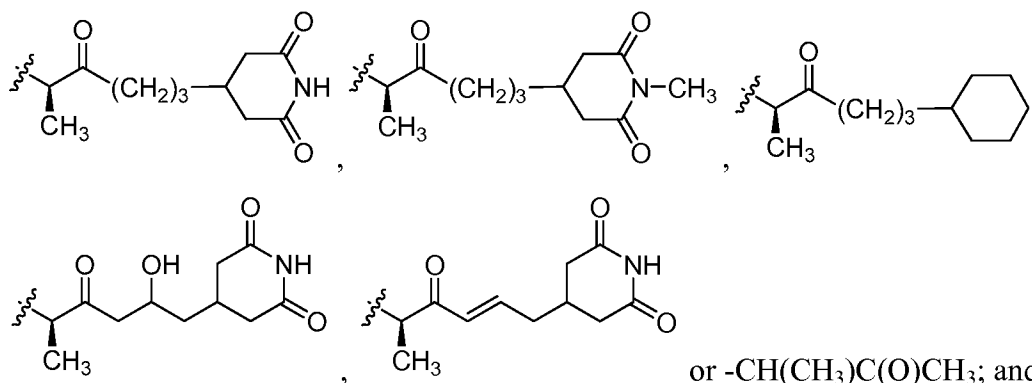
$R_6$  is substituted or unsubstituted lower alkyl;

$R_a$  and each occurrence of  $R_b$  and  $R_c$  are independently hydrogen;

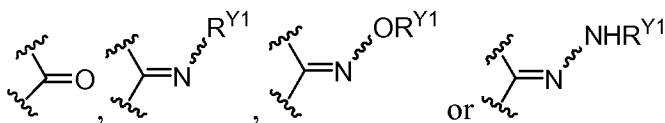
$n$  is 3 ;

$X_1$  is O,  $NR^{X1}$  or  $CR^{X1}R^{X2}$ ; wherein  $R^{X1}$  and  $R^{X2}$  are independently hydrogen;

$Q$  is hydrogen, lower alkyl,



$Y_1$  and  $Y_2$  are independently hydrogen, lower alkyl, or  $\text{CF}_3$ ; or  $\text{WR}^{Y1}$ ; wherein  $W$  is independently O, or  $\text{NR}^{Y2}$ , wherein each occurrence of  $R^{Y1}$  and  $R^{Y2}$  is independently hydrogen, or an alkyl, or  $Y_1$  and  $Y_2$  together with the carbon atom to which they are attached form a moiety

having the structure: .

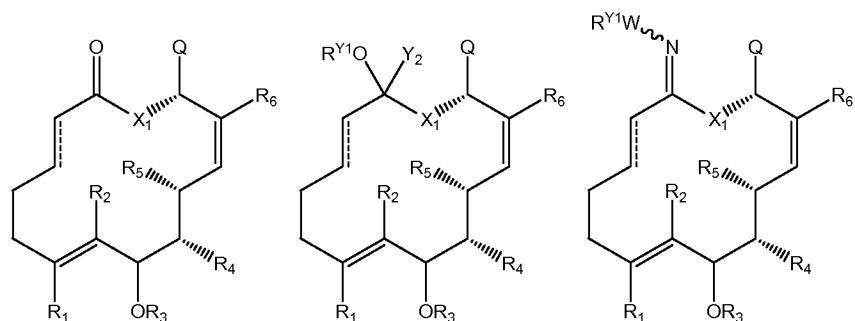
12. (PREVIOUSLY PRESENTED) The composition of claim 1, wherein  $R_a$ ,  $R_b$  and  $R_c$  are each hydrogen, and the compound has one of the following structures:



13. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R<sub>a</sub>, R<sub>b</sub> and R<sub>c</sub> are each hydrogen, Q is a carbonyl-containing moiety and the compound has one of the following structures:

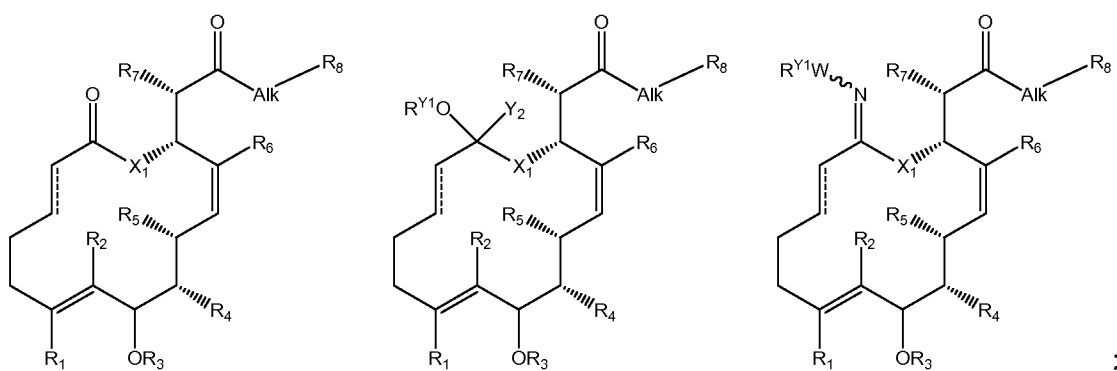


14. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R<sub>a</sub>, R<sub>b</sub> and R<sub>c</sub> are each hydrogen, n is 3 and the compound has one of the following structures:



wherein  $R_1$ - $R_6$ ,  $Y_2$ ,  $Q$  and  $X_1$  are as defined in claim 1;  $W$  is O or NH; and  $R^{Y1}$  is hydrogen, an aliphatic moiety, or a heteroaliphatic moiety.

15. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 1, wherein  $R_a$ ,  $R_b$  and  $R_c$  are each hydrogen,  $n$  is 3,  $Q$  is a carbonyl-containing moiety, and the compound has one of the following structures:

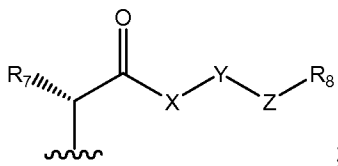


wherein  $R_1$ - $R_6$ ,  $X_1$  and  $Y_2$  are as defined in claim 1;  $W$  is O or NH;  $R^{Y1}$  is hydrogen, an aliphatic moiety, or a heteroaliphatic moiety,  $R_7$  is a substituted or unsubstituted lower alkyl or heteroalkyl moiety;  $R_8$  is a substituted or unsubstituted alkyl, heteroalkyl, cycloalkyl, heterocycloalkyl; and Alk is a substituted or unsubstituted  $C_{0-6}$  alkylenyl or  $C_{0-6}$  alkenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O,  $NR^{Z1}$ , wherein  $R^{Z1}$  is independently hydrogen, or alkyl.

16. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein  $R_1$  and  $R_2$  are each hydrogen.

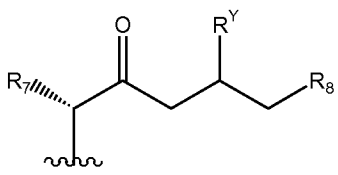
17. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein  $R_5$  and  $R_6$  are each methyl.

18. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R<sub>3</sub> is lower alkyl.
19. **(ORIGINAL)** The composition of claim 18, wherein R<sub>3</sub> is methyl.
20. **(PREVIOUSLY PRESENTED)** The composition of claim 1, wherein R<sub>4</sub> is OH, NH<sub>2</sub> or halogen.
21. **(WITHDRAWN/ORIGINAL)** The composition of claim 13 or 15, wherein R<sub>7</sub> is lower alkyl.
22. **(WITHDRAWN/ORIGINAL)** The composition of claim 21, wherein R<sub>7</sub> is methyl.
23. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 1, wherein Q has the structure:



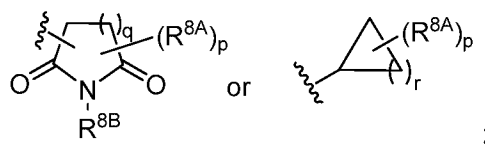
wherein R<sub>7</sub> is a substituted or unsubstituted, or a lower alkyl moiety; R<sub>8</sub> is a substituted or unsubstituted carbocyclic, or heterocyclic moiety; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR<sup>Z1</sup>-, -CHOR<sup>Z1</sup>, or a substituted or unsubstituted C<sub>0-6</sub> alkylenyl or C<sub>0-6</sub> alkenylenyl wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR<sup>Z1</sup>, wherein R<sup>Z1</sup> is hydrogen or alkyl; and pharmaceutically acceptable derivatives thereof.

24. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 23, wherein Q has the structure:



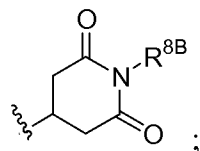
wherein  $R_7$  is a substituted or unsubstituted lower alkyl moiety;  $R_8$  is a substituted or unsubstituted carbocyclic moiety, or a heterocyclic moiety; and  $R^Y$  is hydrogen,  $-OR^{Y1}$ ; wherein  $R^{Y1}$  is hydrogen, alkyl, or heteroalkyl.

25. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition claim 13, wherein  $R_8$  is one of:



wherein  $p$  is an integer from 0 to 5;  $q$  is 1 or 2,  $r$  is an integer from 1 to 6; each occurrence of  $R^{8A}$  is independently hydrogen, and each occurrence of  $R^{8B}$  is independently hydrogen or lower alkyl.

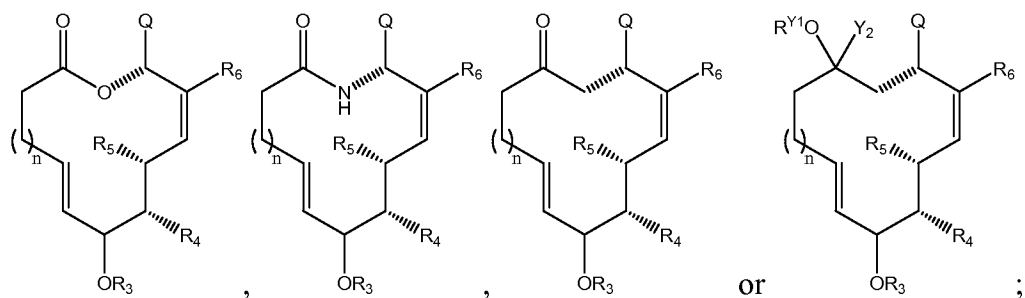
26. **(WITHDRAWN/ORIGINAL)** The composition of claim 25, wherein  $R_8$  has the structure:



wherein  $R^{8B}$  is hydrogen or lower alkyl.

27. **(PREVIOUSLY PRESENTED)** The composition of claim 1 wherein  $n$  is 3.
28. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 12 wherein  $Y_1$  is  $OR^{Y1}$  and  $Y_2$  is lower alkyl; wherein  $R^{Y1}$  is hydrogen or lower alkyl.
29. **(WITHDRAWN/ORIGINAL)** The composition of claim 28, wherein  $Y_1$  is OH and  $Y_2$  is  $CF_3$ .
30. **(ORIGINAL)** The composition of claim 11 wherein  $R_a$ ,  $R_b$  and  $R_c$  are each hydrogen, and the compound has one of the structures:

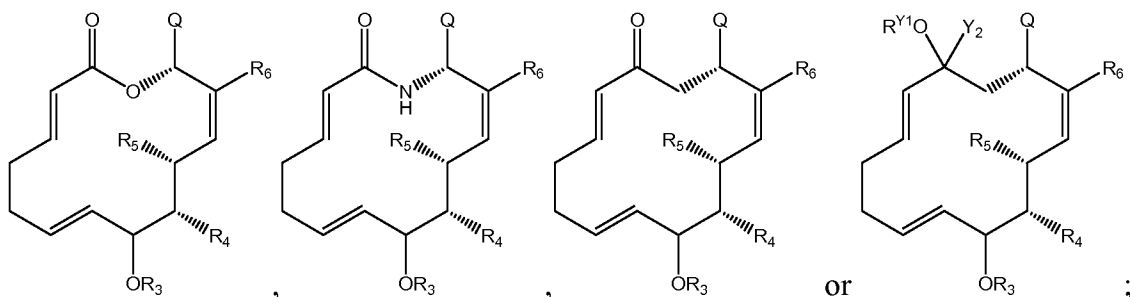




or pharmaceutically acceptable derivative thereof;

wherein  $R_3$ - $R_6$ ,  $n$  and  $Q$  are as defined in claim 1; and  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl.

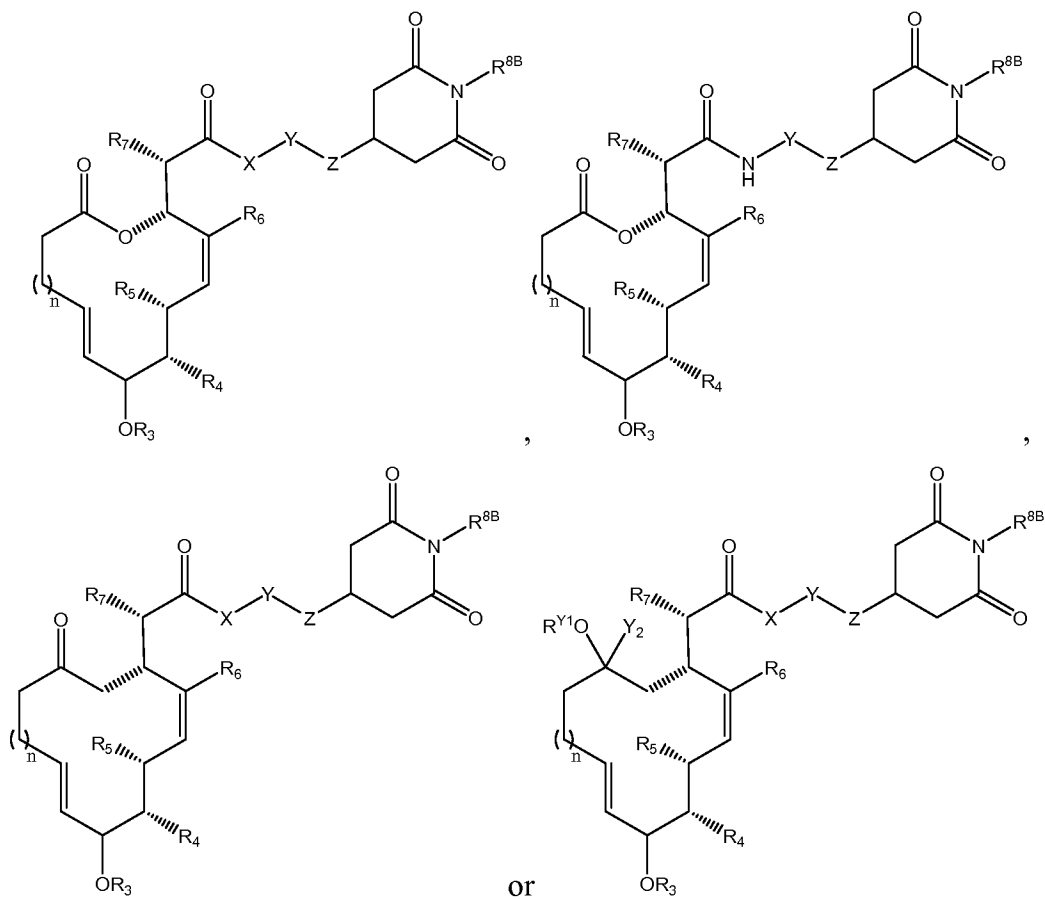
31. **(WITHDRAWN/ORIGINAL)** The composition of claim 1 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein  $R_3$ - $R_6$  and  $Q$  are as defined in claim 11; and  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl.

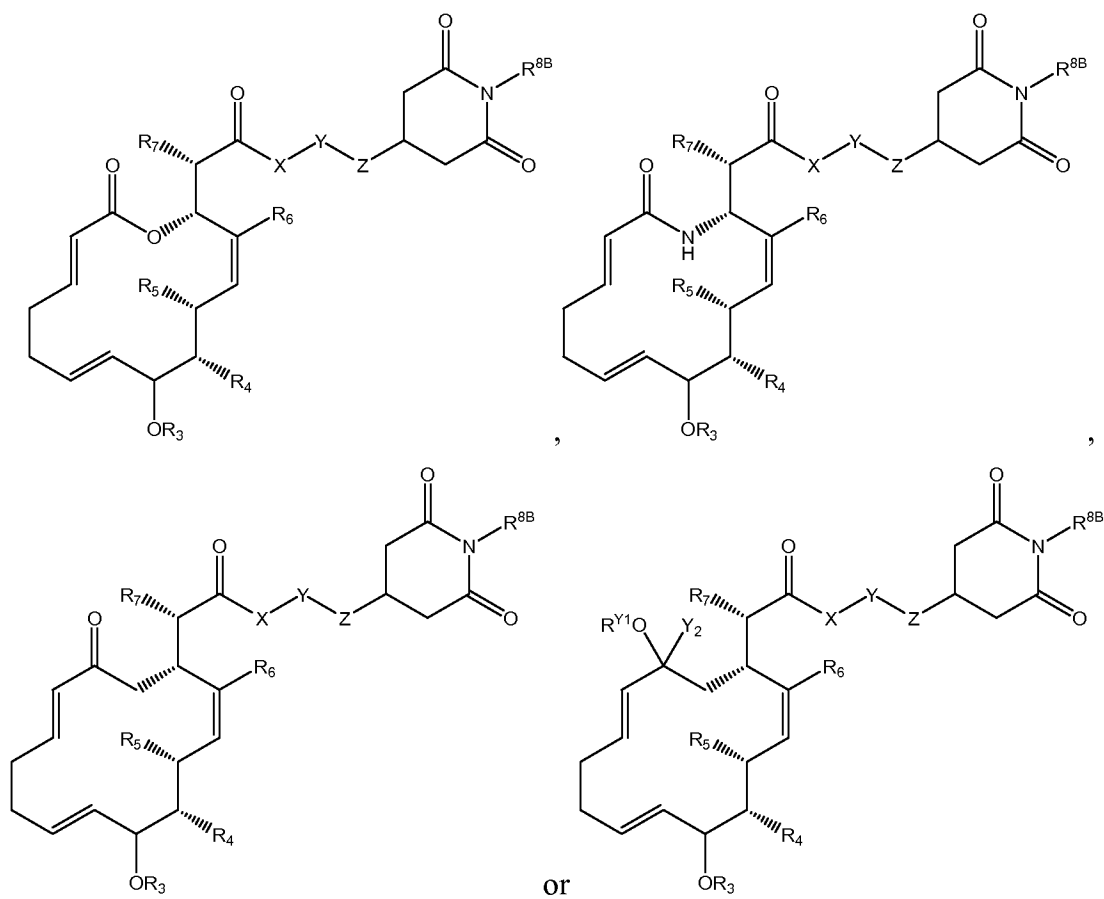
32. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



or pharmaceutically acceptable derivative thereof;

wherein  $R_3$ - $R_6$  and  $n$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and  $X$ ,  $Y$  and  $Z$  are independently a bond,  $-O-$ ,  $-C(=O)-$ ,  $-NR^{Z1}-$ ,  $-CHOR^{Z1}$ ; or a substituted or unsubstituted  $C_{0-6}$  alkylenyl or  $C_{0-6}$  alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by  $CO$ ,  $O$ , or  $NR^{Z1}$ ; and  $R^{Z1}$  is hydrogen, or alkyl.

33. (WITHDRAWN/PREVIOUSLY PRESENTED) The composition of claim 11 wherein the compound has the structure:

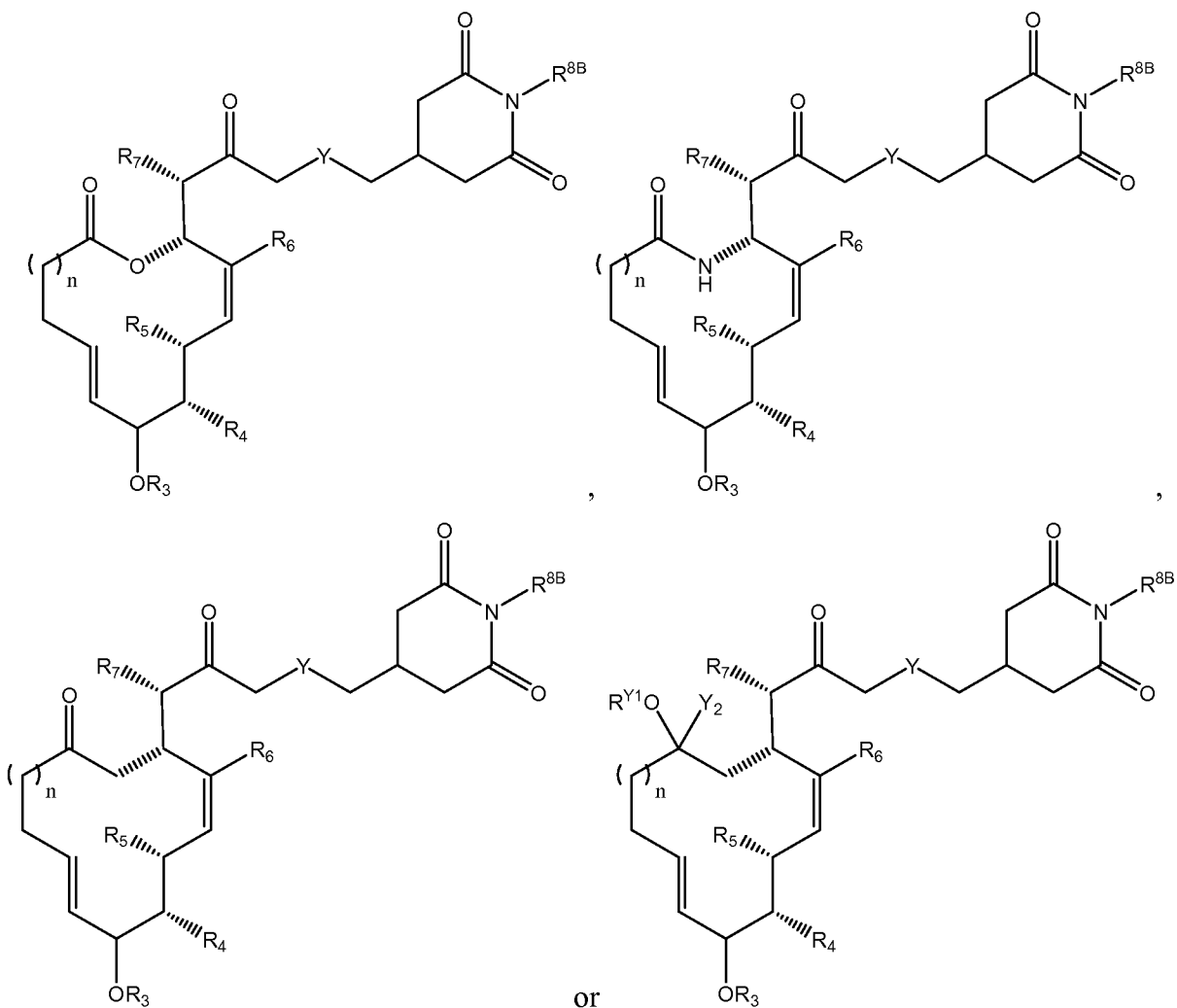


or pharmaceutically acceptable derivative thereof;

wherein  $R_3$ - $R_6$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and X, Y and Z are independently a bond, -O-, -C(=O)-, -NR<sup>Z1</sup>, or -CHOR<sup>Z1</sup>; or a substituted or unsubstituted C<sub>0-6</sub> alkylenyl or C<sub>0-6</sub> alkenylenyl chain wherein up to two non-adjacent methylene units are independently optionally replaced by CO, O, or NR<sup>Z1</sup>; and R<sup>Z1</sup> is hydrogen or alkyl.

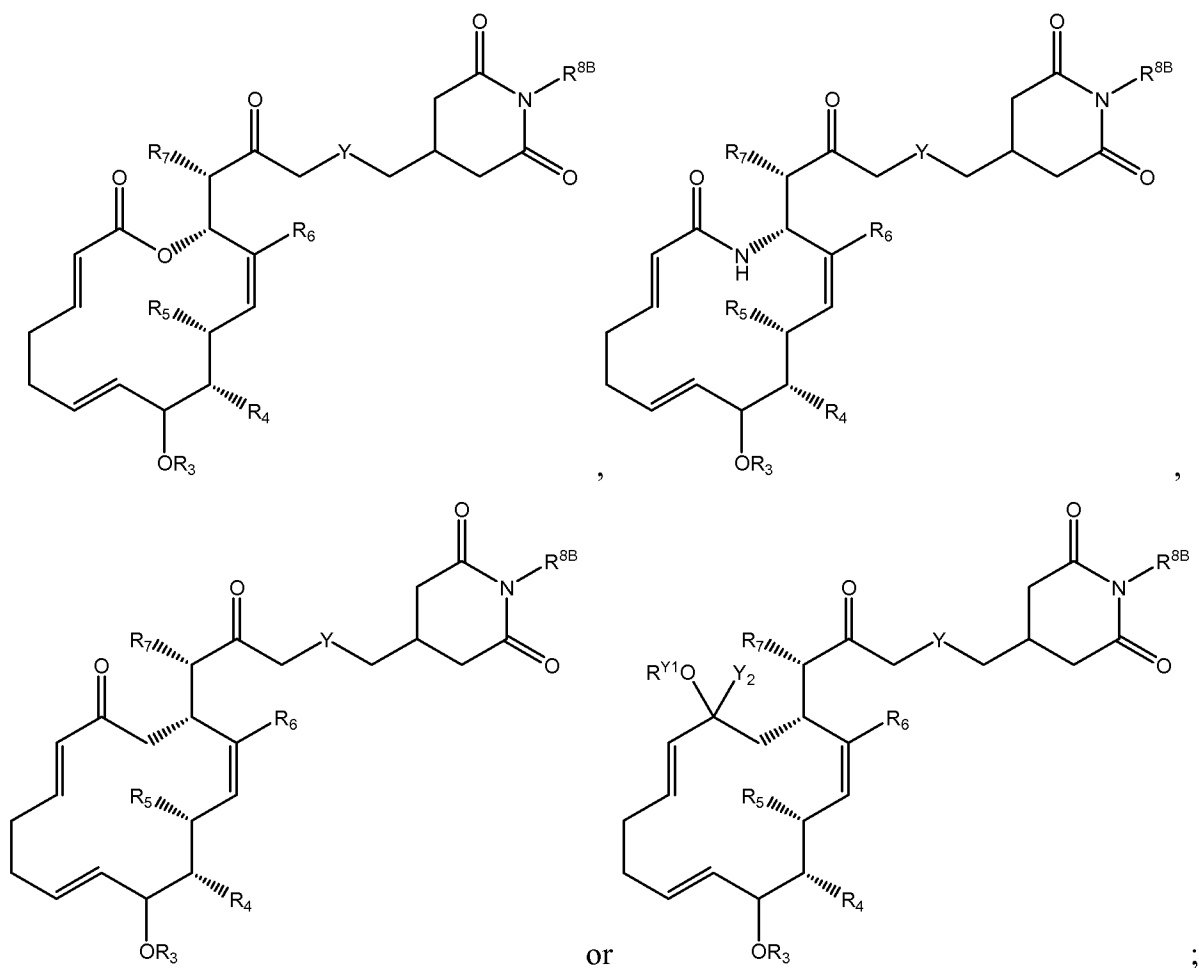
34. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 32 or 33, wherein -X-Y-Z together represents the moiety -CH<sub>2</sub>-Y-CH<sub>2</sub>; wherein Y is -CHOR<sup>Y1</sup> or C=O; and R<sup>Y1</sup> and R<sup>Y2</sup> are independently hydrogen or alkyl.

35. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



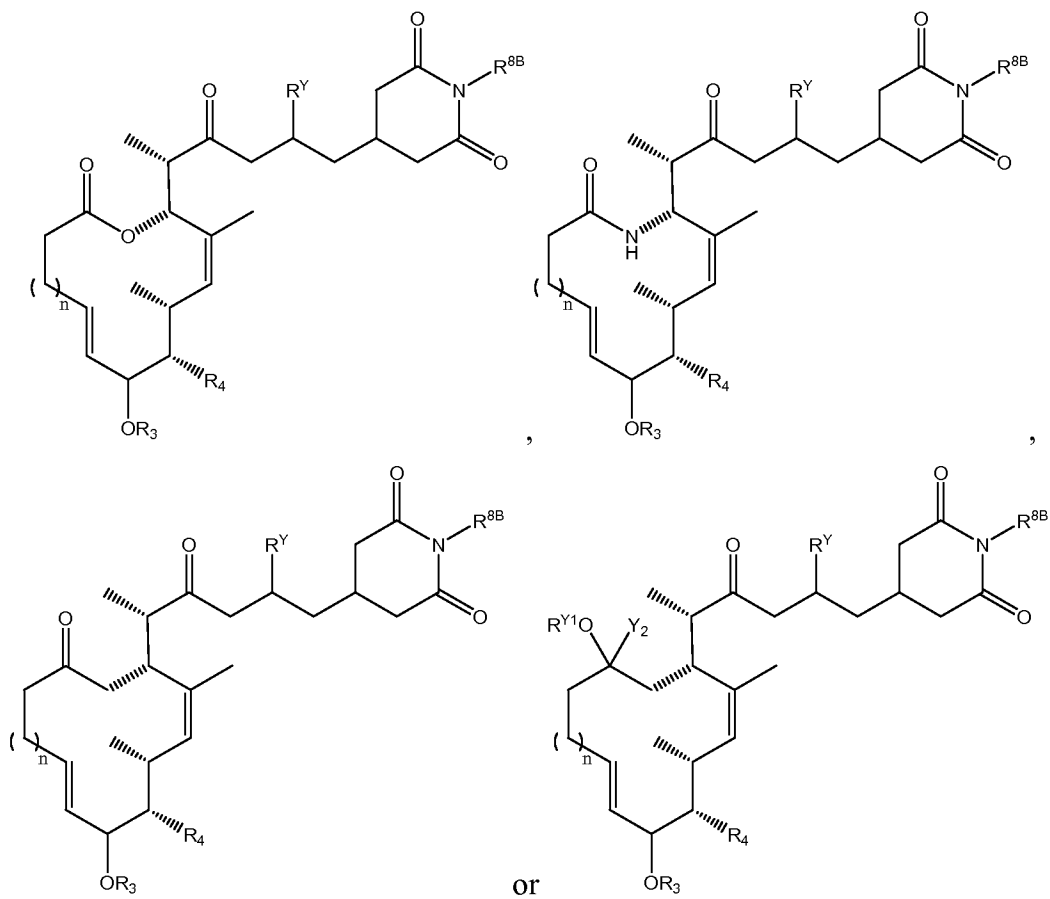
wherein R<sub>3</sub>-R<sub>6</sub> and n are as defined in claim 11; Y<sub>2</sub> and R<sup>Y1</sup> are independently hydrogen or lower alkyl; R<sub>7</sub> is a substituted or unsubstituted, lower alkyl moiety; R<sup>8B</sup> is hydrogen or lower alkyl; and Y is -CHOR<sup>Y1</sup>, or C=O, and R<sup>Y1</sup> is hydrogen, alkyl, or heteroalkyl.

36. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



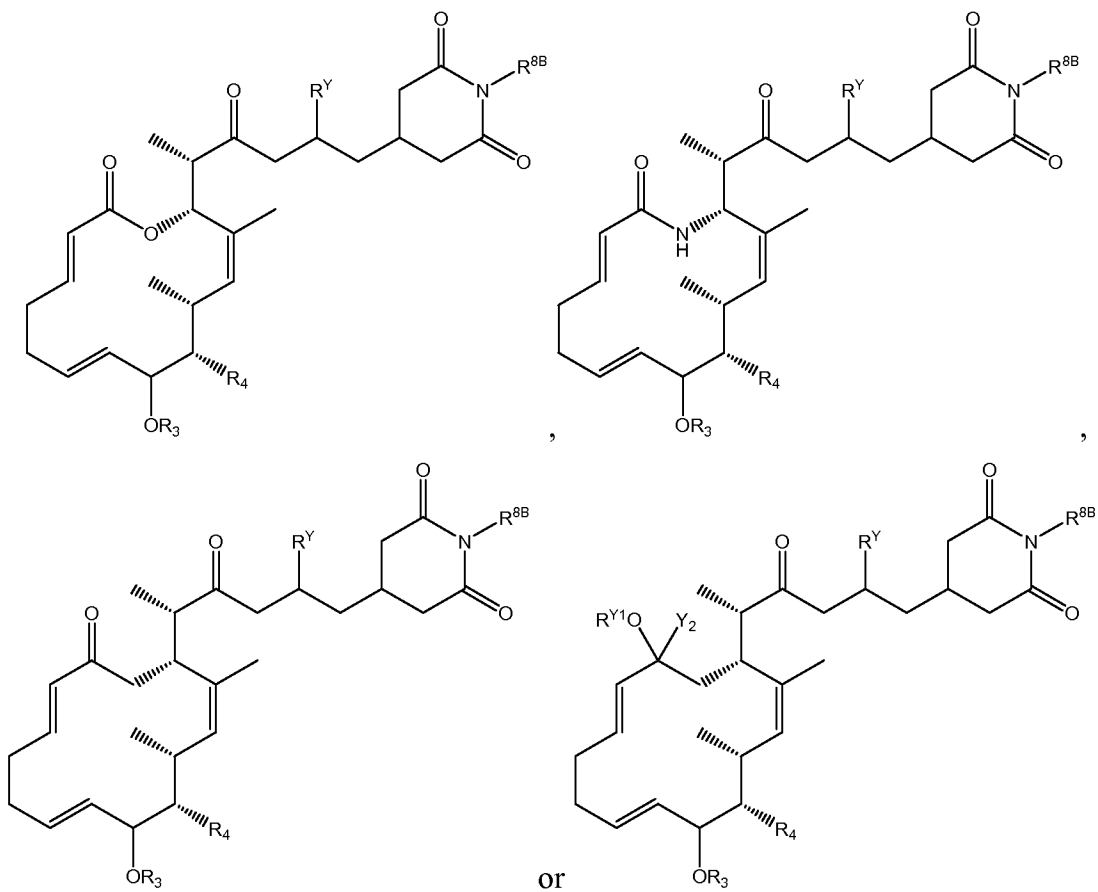
wherein  $R_3$ - $R_6$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, lower alkyl moiety;  $R^{8B}$  is hydrogen or lower alkyl; and  $Y$  is  $-\text{CHOR}^{Y1}$ , or  $\text{C}=\text{O}$ ; and  $R^{Y1}$  is hydrogen, alkyl, or heteroalkyl.

37. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



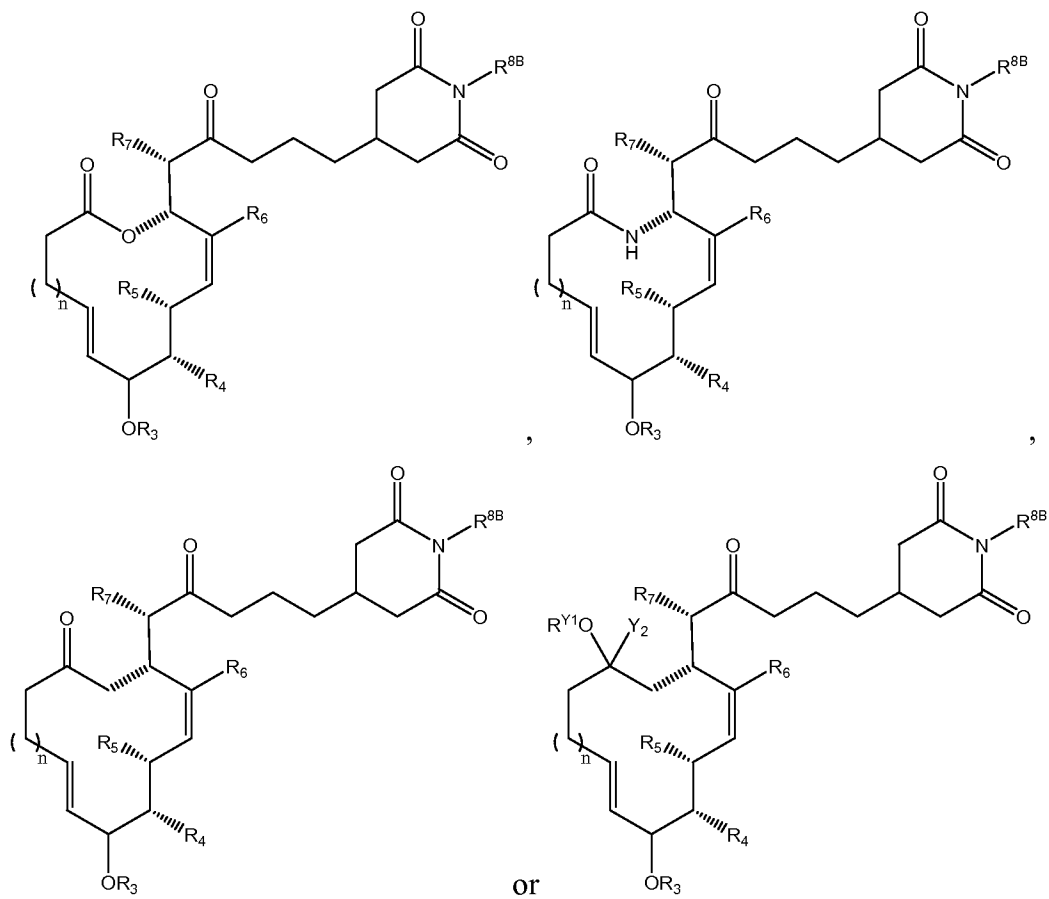
wherein  $n$ ,  $R_3$  and  $R_4$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R^{8B}$  is hydrogen or lower alkyl; and  $R^Y$  is hydrogen, or  $-OR^{Y1}$ ; wherein  $R^{Y1}$  is hydrogen, alkyl, or heteroalkyl.

38. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



wherein  $R^3$  and  $R^4$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R^{8B}$  is hydrogen or lower alkyl; and  $R^Y$  is hydrogen, or  $-OR^{Y1}$ ; wherein  $R^{Y1}$  is hydrogen, alkyl, or heteroalkyl.

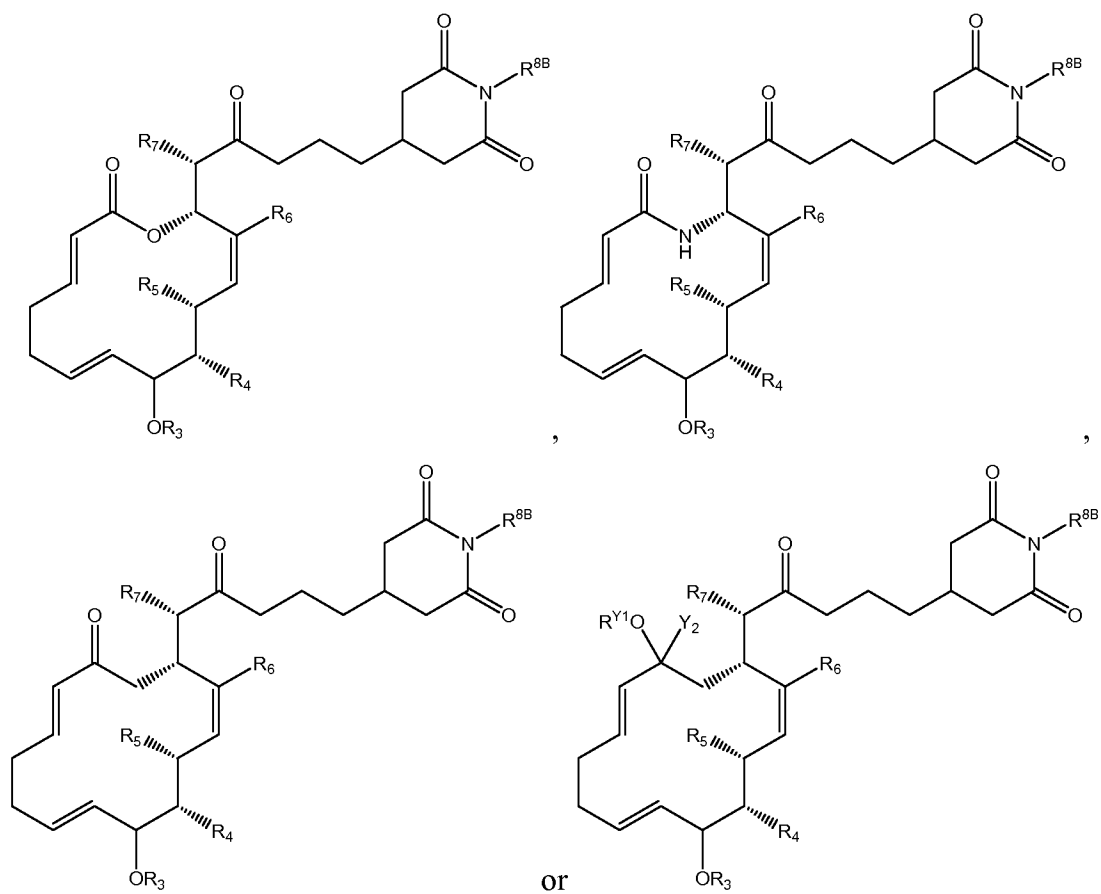
39. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:



wherein  $R_3$ - $R_6$  and  $n$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, lower alkyl moiety; and  $R^{8B}$  is hydrogen or lower alkyl.

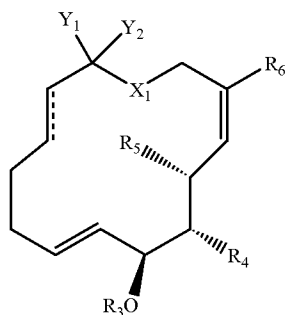
40. **(WITHDRAWN/PREVIOUSLY PRESENTED)** The composition of claim 11 wherein the compound has the structure:





wherein  $R_3$ - $R_6$  are as defined in claim 11;  $Y_2$  and  $R^{Y1}$  are independently hydrogen or lower alkyl;  $R_7$  is a substituted or unsubstituted, lower alkyl moiety; and  $R^{8B}$  is hydrogen or lower alkyl.

41. (CURRENTLY AMENDED) The composition of claim 11 wherein the compound has the following structure:



or a pharmaceutically acceptable salt thereof;

wherein  $X_1$  is  $CH_2$ ,  $NH$  or  $O$ ;

$Y_1$  and  $Y_2$  are independently OH,  $C(R^{Y1})_3$  or  $Y_1$  and  $Y_2$  taken together with the carbon atom to which they are attached are  $-C=O$ , wherein  $R^{Y1}$  is halo;

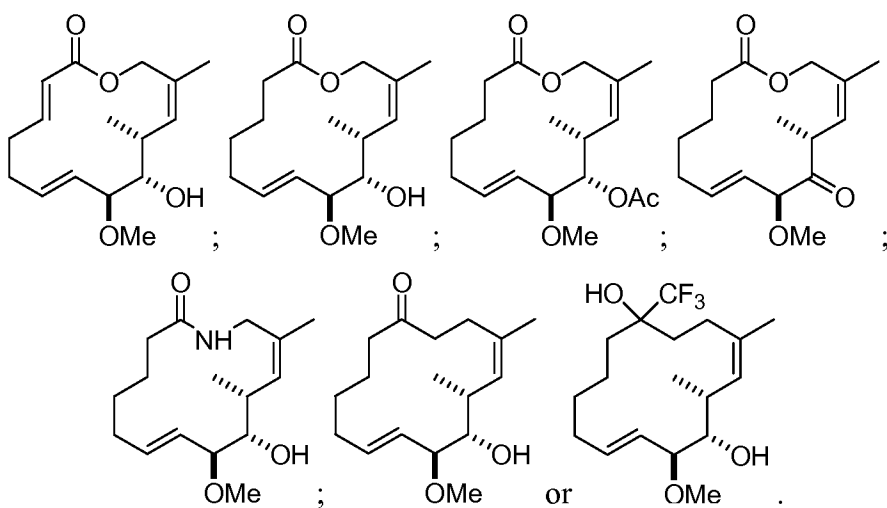
$R_6$  is ~~H~~ or lower alkyl;

$R_5$  is H or lower alkyl;

$R_4$  is OH,  $-OAc$  or oxo; and

$R_3$  is alkyl.

42. (ORIGINAL) The composition of claim 41 wherein the compound has one of the following structures:



Claims 43 and 44 (CANCELED).

45. (ORIGINAL) The composition of claim 1, further comprising a cytotoxic agent.

46. (ORIGINAL) The composition of claim 45, wherein the cytotoxic agent is an anticancer agent.

47. (ORIGINAL) The composition of claim 1, further comprising a palliative agent.

Claims 48-62 (CANCELED).